

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OnStaff Acquisition Corp.		06/25/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Hall, Kinion & Associates, Inc.
Street Address:	2570 North First Street Suite 400
City:	San Jose
State/Country:	CALIFORNIA
Postal Code:	95131
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2703317	MEDICENTER.COM
Registration Number:	2843577	ONSTAFF

CORRESPONDENCE DATA	
Fax Number:	(813)314-5160
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	813-227-8500
Email:	carol.locicero@hklaw.com
Correspondent Name:	Carol Jean LoCicero, Esq.
Address Line 1:	P.O. Box 1288
Address Line 4:	Tampa, FLORIDA 33601

ATTORNEY DOCKET NUMBER:	17207-129
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NAME OF SUBMITTER:	Karen Lee
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Total Attachments: 3 source=step 1#page1.tif source=step 1#page2.tif source=step 1#page3.tif
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

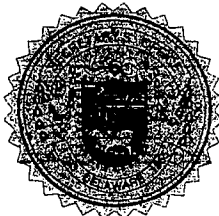
"GROUP-IPEX INC.", A CALIFORNIA CORPORATION,

"HALL KINION INTERNATIONAL, INC.", A DELAWARE CORPORATION,

"ONSTAFF ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "HALL, KINION & ASSOCIATES, INC." UNDER THE NAME OF "HALL, KINION & ASSOCIATES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2004, AT 1:55 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE AND KENT COUNTY RECORDER OF DEEDS.



2708581 8100M

040474780

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3200285

DATE: 06-28-04

TRADEMARK
REEL: 002913 FRAME: 0761

CERTIFICATE OF OWNERSHIP AND MERGER
OF
GROUP-IPEX INC.
(a California corporation)
and
HALL KINION INTERNATIONAL, INC.
(a Delaware corporation)
and
ONSTAFF ACQUISITION CORP.
(a Delaware corporation)
into
HALL, KINION & ASSOCIATES, INC.
(a Delaware corporation)

It is hereby certified that:

1. Hall, Kinion & Associates, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of Group-Ipex Inc., a California corporation ("Group-Ipex"), OnStaff Acquisition Corp., a Delaware corporation ("OnStaff"), and Hall Kinion International, Inc., a Delaware corporation ("HAKI International", and together with Group-Ipex, and OnStaff, collectively, the "Subsidiaries").

3. The laws of the jurisdiction of organization of Group-Ipex permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges each of the Subsidiaries into the Corporation effective for accounting purposes only as of June 17, 2004.

5. The following is a copy of the resolutions adopted on June 17, 2004 by the Board of Directors of the Corporation to merge each of the Subsidiaries into the Corporation:

WHEREAS, each of the Subsidiaries are wholly owned subsidiaries of the Corporation;
and

WHEREAS, the Board of Directors of the Corporation desires and deems it to be in the best interest of the Corporation and each of the Subsidiaries to merge each of the Subsidiaries into the Corporation.

NOW THEREFORE BE IT RESOLVED, that the Corporation merge each of the Subsidiaries into the Corporation pursuant to the provisions of the General Corporation Law of the State of California, if applicable, and pursuant to the provisions of the Delaware General Corporation Law and that all of the estate, property, rights, privileges, powers, and franchises of each of the Subsidiaries be vested in and held and enjoyed by the Corporation as fully and

*State of Delaware
Secretary of State
Division of Corporations
Delivered 01:55 PM 06/28/2004
FILED 01:55 PM 06/28/2004
SRV 040474780 - 2708581 FILE*

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REEL: 002913 FRAME: 0762**

entirely and without change or minution as the same were before held and enjoyed by each of the Subsidiaries; it is

FURTHER RESOLVED, that the Corporation does hereby assume all of the liabilities and obligations of each of the Subsidiaries; it is

FURTHER RESOLVED, that each of the Subsidiaries shall be the disappearing corporations upon the effective date of the mergers pursuant to the provisions of the General Corporation Law of the State of California, if applicable, and the Delaware General Corporation Law, and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware General Corporation Law; it is

FURTHER RESOLVED, that the outstanding shares of each of the Subsidiaries shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as the Corporation is the owner of all outstanding shares of each of the Subsidiaries, but each such share which is outstanding as of the effective date of the mergers shall be surrendered and extinguished; it is

FURTHER RESOLVED, that the Board of Directors of the Corporation and any officer of the Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents and to pay all relevant fees and expenses which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the mergers herein provided for under the General Corporation Law of the State of California, if applicable, and the Delaware General Corporation Law, including without limitation the filing of a Certificate of Ownership in the State of California (the "California Certificate"), if applicable, and a Certificate of Ownership and Merger in the State of Delaware (the "Delaware Certificate"); it is

FURTHER RESOLVED, that the mergers provided for herein shall become effective in the State of Delaware on the date and time of filing of the Delaware Certificate, but shall be effective for accounting purposes only as of June 17, 2004; and it is

FURTHER RESOLVED, that any act taken or done by any officer or agent of the Corporation to facilitate the mergers is hereby approved and ratified.

Executed on June 25, 2004

Hall, Kinion & Associates, Inc.

By:



David L. Dunkel, President

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